

**MINUTES OF THE MEETING OF THE  
UNIFORM COMMERCIAL CODE COMMITTEE  
OF THE STATE BAR OF CALIFORNIA**

December 3, 2003  
9:30 a.m. to 11:45 a.m.  
Videoconference Meeting at  
Morrison & Foerster's  
Los Angeles, San Francisco, Palo Alto and San Diego Offices

The December 3, 2003 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 9:30 a.m. with Andrew Erskine and Pauline Stevens presiding.

**A. Administrative Matters.**

1. **Appointment of Secretary.** Samantha Good was appointed as the secretary for the meeting.

2. **Approval of October 29, 2003 Meeting Minutes.** The minutes of the October 1, 2003 meeting were approved in the form disseminated prior to the meeting, subject to a few minor editorial comments.

3. **Future Meeting Dates/Locations.** The Committee reconfirmed and established future meeting dates as follows:

**January 6, 2004 (Tuesday),** Videoconference, 9:30 a.m. at the offices of Morrison & Foerster in Los Angeles, San Francisco, Palo Alto and San Diego.

**February 3, 2003 (Tuesday),** Videoconference, 9:30 a.m. at the offices of Morrison & Foerster in Los Angeles, San Francisco, Palo Alto and San Diego.

**March 2, 2004 (Tuesday),** Videoconference, 9:30 a.m. at the offices of Morrison & Foerster in Los Angeles, San Francisco, Palo Alto and San Diego.

**B. Report of the Article 7 Subcommittee.**

Arnold Rosenberg reported on the status of the Article 7 Subcommittee. Mr. Rosenberg reported that the Subcommittee had distributed a revised version of the Revised Article 7 report to the full Committee. Pam Martinson advised that she was performing a style review of the report that would reflect the draft style recommendations that she would discuss in further detail later in the meeting. Mr. Rosenberg confirmed that by December 8, 2004, the report would be distributed to the Committee for final review. Peter Szurley said that in the interests of time the prior draft of the report had been given to the Executive Committee and that the Legislative Subcommittee intended to discuss the report on December 12, 2004.

**C. Report of the Article 6 Subcommittee.**

Sandra Shippey reported that the Subcommittee had distributed a revised version of the Article 6 report to the full Committee, and that the Subcommittee expected to finalize the report by December 8, 2004, so that the report could be submitted to the Executive Committee.

**D. Report of the Article 2/2A Subcommittee.**

Paul Barkes reported on the status of the Article 2/2A Subcommittee. Mr. Barkes reported that the Subcommittee had evaluated Revised Article 2 and that Mr. Barkes was in the process of assembling a cohesive draft of the report. Mr. Barkes further reported that the Subcommittee was in the process of reviewing Revised Article 2A. Mark Spitzer and Mr. Barkes presented several questions to the Committee regarding issues that the Subcommittee had raised regarding how to approach non-uniform existing California provisions of Articles 2 and 2A. Harry Sigman, Vasco Morais, Ms. Good and other members of the Committee provided input on these inquiries. Ms. Stevens alerted the Committee to a recent ABA publication regarding Revised Articles 2 and 2A.

**E. Report on Stakeholders Meeting.**

Marty Opich reported on the Stakeholders Meeting regarding the State Bar Automation Project, and she alerted the Committee to the likelihood of a significant delay in the rollout of the State Bar Automation Project. Mr. Sigman raised the question of whether it would be appropriate to have a subcommittee go to Sacramento early next year to provide additional input on the project. The Committee decided to hold the discussion until Kathleen Vasquez of the Secretary of State's Office joined the meeting.

**F. Report on Uniform Certificate of Title Act Subcommittee.**

Konrad Schreier reported that Victoria Gilbert resigned from the Committee on December 2, 2004. He reported that prior to her resignation she had prepared a table comparing the differences between the NCCUSL proposal and the current California act and the California Motor Vehicles Code. Ms. Stevens asked whether their analysis had produced any suggestions for NCCUSL. At this point, the report was interrupted when Ms. Vasquez joined the meeting. The report reconvened after item G below, at which time Mr. Schreier asked for additional members to join the Subcommittee. David Thill offered assistance on the Subcommittee and Ms. Good suggested that a partner at her firm, David Lum, could likely provide assistance.

**G. Report on State Bar Automation Project.**

Ms. Vasquez reported that due to the two statewide elections and the Governor's executive order restricting new regulations, the State Bar Automation Project would not roll out until at least the end of April. Ms. Vasquez reported that the Secretary of State's office was still involved in systems integration testing and that working drafts of instructions were on target to be distributed mid-December. Mr. Morais inquired as to when it would be appropriate for the Committee to serve as "beta-testers". Ms. Vasquez answered that she would meet with her group and contact the Committee next week with a new projected timeline.

#### **H. Report of Opinion Subcommittee.**

Ms. Martinson reported that the Subcommittee continued to make progress by meeting every other week. Ms. Martinson said that the Subcommittee is preparing a form of sample opinion to circulate to the Committee.

#### **I. Report on Website Review and Development Project.**

Gary Rosenbaum reported that the webmaster had not updated the website with the November and December submissions, and that he had concerns about the progress of the website. Mr. Rosenbaum asked for suggestions from the Committee of additional data to have on the website. Ms. Martinson suggested that he review other state bar websites for ideas.

#### **J. Report on Programs and Publications.**

Deborah Lewis, who was sitting in for the Liaison from the Programs and Publications Committee, asked for article submissions.

Ms. Stevens reported that the Committee would be having a joint meeting with the California Bankers Association in May, and that the Committee would be putting on a program for this meeting. Mr. Schreier reported that Ms. Vasquez, Mr. Morais, Stephen Eberle and Mr. Schreier would be presenting to the meeting about the State Bar Automation Project, but that he was concerned about whether the subject matter would be enough to fill a 2-hour time slot. Robert Anderson offered to help with any general presentation regarding Article 9, and Dena Cruz offered to discuss any information about state filing systems. Mr. Sigman volunteered to provide a suggested roadmap of issues to discuss regarding Article 9.

Mr. Erskine announced that the May meeting would also include an open meeting of the Committee, at which the Committee had been requested to provide a presentation. Mr. Erskine advised that the Committee had requested that the meeting be held on May 13, rather than May 15, but that the time of the meeting had not yet been confirmed. Ms. Stevens asked for suggestions for a topic of the presentation, and the Committee decided to possibly have a presentation regarding the Article 2/2A report.

Peter Szurley discussed the progress of the on-line continuing legal education initiative, and reiterated Mr. Rosenbaum's concerns regarding the webmaster. Mr. Szurley proposed that discussion be deferred until a determination as to the capabilities of the on-line CLE process could be made.

Mr. Szurley further emphasized the need for any publications for the BLS publication initiative.

Ms. Martinson advised the Committee of the progress of the stylistic drafting guidelines, and that a draft had been circulated to the Committee for review. The Committee briefly discussed the guidelines, and Ms. Martinson agreed to make certain changes, subject to the informal subcommittee's further discussion.

**K. Report of Legislative Committee.**

Mr. Erskine reported that there was nothing new to report other than the legislative session is scheduled to begin in January, at which point the legislative tracking responsibilities would be divided among the Committee members. Mr. Erskine reported that he had distributed an example of the legislative search queries to make in connection with the tracking process, and the Committee provided two suggestions. Additional comments were directed to Mr. Erskine and Ms. Opich.

**L. Subcommittee Membership Requirements.**

The Committee discussed the need to add members to the Programs & Publications Subcommittee. Ms. Stevens also inquired as to whether the Committee thought it would be useful to have a subcommittee to monitor ALI and NCCUSL activities. Mr. Sigman said that he would provide continuing information about these committees, and Robert Slattery volunteered to assist in tracking their activities. Ms. Stevens inquired as to whether the Committee believed having a subcommittee to evaluate hidden liens would be beneficial. The Committee supported this, and Robert Anderson volunteered to chair such a subcommittee. Other volunteers for the subcommittee on hidden liens were: Ms. Opich, Ms. Cruz and Jaryn Barker.

**M. UCC Committee 2003-2004 Calendar.**

Ms. Stevens confirmed with the Committee that the 2003-2004 Calendar was satisfactory.

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The meeting was adjourned at approximately 11:45 a.m.